

UNITED STATES DISTRICT COURT
DISTRICT OF DELAWARE


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In re:	:	
	:	Chapter 11
USG CORPORATION	:	
a Delaware corporation, et al.,	:	
	:	Jointly Administered
Debtors.	:	Case No. 01-2094 (JKF)
-----X	:	
USG CORPORATION, et al.,	:	
	:	
Movant	:	
	:	
v.	:	
	:	Civil Action No. 04-1559 (JFC)
OFFICIAL COMMITTEE OF	:	Civil Action No. 04-1560 (JFC)
ASBESTOS PERSONAL INJURY	:	
CLAIMANTS, et al.,	:	
Respondents.	:	
-----X	:	

MOTION AND ORDER FOR ADMISSION PRO HAC VICE

I, Daniel B. Butz, Esquire, a member of the bar of this Court, pursuant to District Court Local Rule 83.5, moves the admission *pro hac vice* of Ralph I. Miller (the "Admittee"), of Weil, Gotshal & Manges LLP, 200 Crescent Court, Suite 300, Dallas, TX 75201, to represent the Statutory Committee of Equity Security Holders in the above-captioned cases. The Admittee is admitted, practicing and in good standing in the State of Texas, the United States Supreme Court, the United States Tax Court, the United States Court of Appeals for the Fifth Circuit, and the United States District Courts in the Northern, Southern, and Eastern Districts of Texas and the Northern District of Oklahoma.

Dated: Wilmington, Delaware
June 15, 2005

MORRIS, NICHOLS, ARSHT & TUNNELL



Robert J. Dehney (No. 3578)

Daniel B. Butz (No. 4227)

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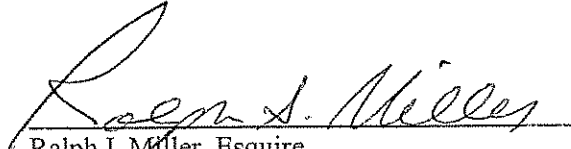
Facsimile: (302) 658-3989

Proposed Counsel to Statutory Committee of
Equity Security Holders

CERTIFICATION BY COUNSEL TO BE ADMITTED PRO HAC VICE

Pursuant to Local Rule 83.5, I certify that I am eligible for admission to this Court, am admitted, practicing and in good standing in the jurisdiction shown in the paragraph above, and pursuant to Local Rule 83.6 submit to the disciplinary jurisdiction of this Court for any alleged misconduct which occurs in the preparation or course of this action. I also certify that I am generally familiar with this Court's Local Rules and with Standing Order for District Court Fund effective January 1, 2005. I further certify that the annual fee of \$25.00 has been paid to the Clerk of Court for the District Court.

Dated: June 9, 2005


Ralph I. Miller, Esquire
Weil, Gotshal & Manges LLP
200 Crescent Court, Suite 300
Dallas, TX 75201
(214) 746-7756

MOTION GRANTED.

BY THE COURT:

Date: _____

United States District Judge